

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE ALUMINUM WAREHOUSING
ANTITRUST LITIGATION

13 MD 2481 (KBF)

This Document Pertains To:

FIRST LEVEL PURCHASER CASES
COMMERCIAL END USER CASES

**SECOND DECLARATION OF GRAHAM HAWKINS IN SUPPORT OF
HENRY BATH & SON LTD.'S MOTION TO DISMISS**

I, Graham Hawkins, declare:

1. I am Group General Manager of Henry Bath & Son Ltd. The statements below are based on my personal knowledge.
2. I have been informed that the plaintiffs in the litigation have argued that Henry Bath & Son Ltd. shares a bank account with other Henry Bath entities including its U.S. subsidiary, Henry Bath LLC. The actual facts are described below.
3. Plaintiffs appear to be referring to a U.K. bank account that is maintained for the limited purpose of receiving once-a-year LME rent payments from warrant holders that may not be in contact with the warehouse that stores their metal. Because warrants are freely tradeable, a warrant holder might not be the party that deposited warranted metal into an LME warehouse and might not be in communication with the warehouse. Warrant holders nevertheless are obliged to pay warehouse rent on 31st March each year. To facilitate payments by warrant holders that may not be in contact with their warehouse, the LME publishes bank account information for each LME warehouse.

4. For the convenience of customers that store metal with different Henry Bath operating companies around the world, several Henry Bath entities including Henry Bath & Son, Ltd. and Henry Bath LLC have listed a single bank account with the LME. Customers that decline to make direct payment arrangements with the Henry Bath entity that stores their metal may use this account to make annual rent payments. The funds that go into this default account, however, are not shared or commingled among the various Henry Bath entities. When funds are paid into the account, they are promptly allocated to the relevant entity. Rent payable to Henry Bath LLC for metal stored in a Henry Bath LLC warehouse will be booked to Henry Bath LLC; rent payable to Henry Bath & Son, Ltd. for metal stored in one of its warehouses will be booked to Henry Bath & Son, Ltd.; and so on. This is done by means of intercompany debits and credits that properly reflect each entity's entitlement to rent deposited in the default account.

5. With the limited exception noted above, Henry Bath LLC, Henry Bath & Son Ltd., and the other Henry Bath entities have separate bank accounts that they use to operate their businesses. Each of those entities maintains separate books, records, and bank accounts.

6. The audited financial statements prepared for Henry Bath & Son Ltd. are consolidated with those of Henry Bath LLC because generally accepted accounting principles that apply in the United Kingdom require that financial statements be prepared in this format.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed on August 20, 2014 in London, England.



Graham Hawkins